

APR 27 '11 -4 30 PM

SURFACE TRANSPORTATION BOARD

The Huntington National Bank105 East Fourth Street, Suite 200
Cincinnati, OH 45202
513-762-1891; fax 877-343-5676

APR 27, 2011

7:32 PM

Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

April 26, 2011

Dear Surface Transportation Board,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of April 20, 2011, a primary document as defined in the Board's Rules of Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank 105 East Fourth Street, Suite 120 Cincinnati, OH 45202	Lessee: Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, WV 25070
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A description of the railroad equipment covered by the enclosed document is:
 (143) 286,000 lbs. GRL, Aluminum bodied, rapid discharge, Open Top Hopper Railcars currently bearing the following reporting marks

<u>Unit</u> <u>Initial</u>	<u>Unit</u> <u>Number</u>	<u>Unit</u> <u>Initial</u>	<u>Unit</u> <u>Number</u>	<u>Unit</u> <u>Initial</u>	<u>Unit</u> <u>Number</u>	<u>Unit</u> <u>Initial</u>	<u>Unit</u> <u>Number</u>
MPSX	93001	MPSX	93063	MPSX	93145	MPSX	93222
MPSX	93002	MPSX	93070	MPSX	93148	MPSX	93224
MPSX	93003	MPSX	93071	MPSX	93150	MPSX	93225
MPSX	93004	MPSX	93073	MPSX	93151	MPSX	97001
MPSX	93005	MPSX	93075	MPSX	93152	MPSX	97002
MPSX	93008	MPSX	93079	MPSX	93153	MPSX	97004
MPSX	93009	MPSX	93083	MPSX	93155	MPSX	97005
MPSX	93011	MPSX	93086	MPSX	93156	MPSX	97008
MPSX	93012	MPSX	93092	MPSX	93157	MPSX	97009
MPSX	93013	MPSX	93093	MPSX	93158	MPSX	97010
MPSX	93014	MPSX	93095	MPSX	93160	MPSX	97011
MPSX	93019	MPSX	93096	MPSX	93163	MPSX	97012
MPSX	93022	MPSX	93097	MPSX	93166	MPSX	97013
MPSX	93025	MPSX	93098	MPSX	93167	MPSX	97014
MPSX	93026	MPSX	93101	MPSX	93169	MPSX	97015
MPSX	93030	MPSX	93102	MPSX	93172	MPSX	97016
MPSX	93031	MPSX	93104	MPSX	93176	MPSX	97017
MPSX	93033	MPSX	93106	MPSX	93181	MPSX	97018
MPSX	93035	MPSX	93107	MPSX	93186	MPSX	97019
MPSX	93036	MPSX	93108	MPSX	93189	MPSX	97021

MPSX	93037	MPSX	93109	MPSX	93190	MPSX	97022
MPSX	93040	MPSX	93111	MPSX	93192	MPSX	97023
MPSX	93041	MPSX	93113	MPSX	93194	MPSX	97024
MPSX	93042	MPSX	93114	MPSX	93195	MPSX	97025
MPSX	93043	MPSX	93117	MPSX	93196	MPSX	97026
MPSX	93044	MPSX	93121	MPSX	93198	MPSX	97027
MPSX	93050	MPSX	93124	MPSX	93199	MPSX	97028
MPSX	93051	MPSX	93126	MPSX	93202	MPSX	97029
MPSX	93053	MPSX	93127	MPSX	93203	MPSX	97030
MPSX	93054	MPSX	93128	MPSX	93205	MPSX	97031
MPSX	93055	MPSX	93133	MPSX	93206	MPSX	97032
MPSX	93056	MPSX	93134	MPSX	93210	MPSX	97033
MPSX	93057	MPSX	93135	MPSX	93215	MPSX	97034
MPSX	93059	MPSX	93141	MPSX	93216	MPSX	97035
MPSX	93061	MPSX	93142	MPSX	93220	MPSX	97036
MPSX	93062	MPSX	93143	MPSX	93221		

A short summary of the document to appear in the index is:

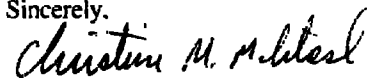
Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

If you have any questions, please don't hesitate to call.

Sincerely,



Christine M. McIntosh
Senior Sales Coordinator
The Huntington National Bank
105 East 4th Street CN01
Cincinnati, OH 45202
Direct Line: (513) 762-1891
Fax: (877) 343-5676
teena.mcintosh@Huntington.com

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

- 2.) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financing Lease Schedule No. 6243.24 dated April 20, 2011 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".
- 2.) The addresses of the parties are as follows:
- Lessor: **The Huntington National Bank**
Equipment Finance Division
105 East Fourth Street
Cincinnati, OH 45202
- Lessee: **Rail Connection, Inc.**
737 Eleanor Industrial Park
Eleanor, WV 25070
- 3.) The term of the Lease is **Three Years** commencing on April 20, 2011 and will expire on April 20, 2014 unless otherwise extended or amended by the parties
- 4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5.) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of April 20, 2011.

The Huntington National Bank

By: *Christine McIntosh*
Name: Christine M. McIntosh
Title: Sales Coordinator

State of Ohio, County of Hamilton

On April 20, 2011 before me personally appeared Sara Simpson, to me personally know, who being by me duly sworn says that his is Sales Coordinator of the Huntington National Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



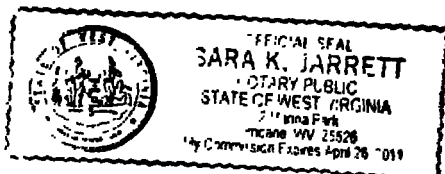
SARA SIMPSON
Notary Public, State of Ohio
My Commission Expires 05-14-11

Sara Simpson
Notary Public
My commission expires: _____

Rail Connection, Inc.
By: *[Signature]*
Name: [Signature]
Title: V.P.

State of West Virginia, County of Putnam

On April 20, 2011 before me personally appeared [Signature], to me personally know, who being by my duly sworn says that he is [Signature] of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public
My commission expires: _____

**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated April 20, 2011 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Rail Cars: (143) One Hundred Forty Three

Description of Cars: (143) 286,000 lbs. GRL, Thrall Aluminum bodied, rapid discharge, Open Top Hopper Railcars currently bearing the following reporting marks

<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>
MPSX	93001	MPSX	93063	MPSX	93145	MPSX	93222
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